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February 20, 2004

Via Hand Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, Pennsylvania 15251-5145

FCC/MELLON FEB 20 2004

**Re: Joint Application of Buyers United, Inc. d/b/a buyersonline,
d/b/a United Carrier Networks and Transcom Communications,
Inc. for Domestic Section 214 Authority to Transfer the Customer
Base of an Authorized Domestic Carrier**

Dear Ms. Dortch:

On behalf of Buyers United, Inc. d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") and Transcom Communications, Inc. ("Transcom"), enclosed herewith are an original and six (6) copies of the Application for domestic Section 214 authority to transfer Transcom's existing switched and dedicated voice long distance customer base to Buyers.

Also enclosed is a completed Fee Remittance Form 159 with credit card authorization in the amount of \$860.00, in satisfaction of the filing requirement for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,


Jonathan S. Marashlian

Enclosures

cc: Tracy Wilson, WCB (via email and facsimile)

I. DESCRIPTION OF THE PROPOSED ASSET TRANSACTION

Buyers United is a publicly traded Utah corporation (BYRS.OB). Buyers United provides a broad range of resold long distance and dedicated access services to residential consumers and businesses. Through its United Carrier Networks division ("UCN"), Buyers United provides advanced business communications services, including contact center software applications hosted within its national Voice over Internet Protocol ("VoIP") communications network.

Transcom is a competitive access provider and wholly owned subsidiary of Transcom Holdings, LLC ("THL"), a Texas limited liability company. Buyers United is a supplier of wholesale telecommunications services to Transcom.

Source Communications, LLC is an affiliated sales agent of Transcom's finished telecommunications services.⁴

On February 9, 2004, Buyers United entered into an Asset Purchase Agreement ("Agreement"), wherein Transcom, through its affiliated sales agent, Source, agreed to sell and Buyers United agreed to acquire the long distance dedicated access accounts ("dedicated access") of 45 customers/33 accounts. Buyers United will also acquire certain assets required to serve the customers' accounts, such as records and local access loops. The majority of the accounts covered by the Agreement are involved in various contact center related business activities, in line with the primary market focus of Buyers United's UCN division.

Applicants emphasize that the transition of affected Transcom dedicated access accounts to Buyers United will be seamless and transparent to the customers that Buyers United will acquire. Following the transfer of assets, Buyers United will continue to provide the same

⁴ Transcom and Source share common ownership and management.

telecommunications services to the affected customers, under the same rates and terms and conditions of service as those customers currently receive from Transcom pursuant to their contracts with Source. Moreover, because Buyers United is already the underlying telecommunications services provider for the affected Transcom customers, the proposed transaction will not require any physical network migration, thereby eliminating any potential for service interruption.

Applicants have sent written notice to affected customers informing them of the proposed transaction. Service to the affected customers will not be transferred until the requisite regulatory approvals have been obtained. Concurrently with this Application, Buyers United will file with the Commission the notice and certification described in Section 64.1120(e) of the Commission's rules.⁵

Applicants seek to complete the proposed transaction on an expedited basis so that Buyers United can integrate the acquired accounts into its existing businesses and thereby expand and improve its ability to offer these customers the diverse range of telecommunications and enhanced call center solutions available through its UCN division.

II. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

⁵ Applicants do not believe Section 64.1120(e) is applicable to their proposed transaction. Section 64.1120(e) applies to customer base transfers where it would be impractical for the transferee carrier to obtain individual customer consent prior to changing the customers' preferred carriers. With respect to this transaction, each affected customer's contract permits Transcom, through Source, to assign the contracts and services provided thereunder to Buyers United or another other third party without prior written notice or customer consent. Nevertheless, out of an abundance of caution and a courtesy to the Commission and the affected customers, Buyers United will file the notice and certification described in Section 64.1120(e) of the Commission's rules. 47 C.F.R. §64.1120(e).

(a) Name, Address and Telephone Number of Each Applicant

Transferor Transcom Communications, Inc ("Transcom")
1925 W John Carpenter Freeway, Suite 500
Irving, TX 75063
(972) 830-3242
FRN **0006035463**

Transferee Buyers United, Inc , d/b/a buyersonline, d/b/a United Carrier
Networks ("Buyers United")
14870 South Pony Express Road
Bluffdale, UT 84065
(866) 541-0000
FRN: 0004977997

(b) State of Organization

Transferor Transcom is organized under the laws of the State of Texas

Transferee Buyers United is organized under the laws of the State of Utah

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to.

For Buyers United

Jonathan S Marashlian
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8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)
Email jsm@thlglaw.com

For Transcom.

Jimmy Parman
Director of Sales & Marketing
Transcom Communications Inc.
1925 W John Carpenter Freeway, Suite 500
Irving, TX 75063
(972) 830-3242 (Tel)
Email jparman@transcomus.com

With a copy to

Kimm Partridge
Corporate Secretary
Buyers United, Inc
14870 South Pony Express Road
Bluffdale, UT 84065
(866) 541-0000 (Tel)
(866) 800-0007 (Fax)
Email: kimm.partridge@ucn.net

- (d) Equity Ownership. Buyers United is a publicly traded, U S. owned and controlled carrier with operations throughout the continental United States and Hawaii. Buyers United is managed and controlled by U S citizens at the shareholder, board of directors and management levels

No person or entity, either domestic or foreign, directly or indirectly owns ten percent (10%) or more of the equity or voting interests of Buyers United

- (e) Certification Buyers United and Transcom each certify pursuant to Sections 1 2001 through 1 2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U S C § 3301

- (f) Description of the transaction Please see Section 1 of this Application

- (g) Geographic description of areas served. Transcom currently provides dedicated access services to customers located throughout the continental U.S

Buyers United currently provides resold long distance telecommunications services, including dedicated access, to customers located throughout the continental U.S and Hawaii

- (h) Streamlined Treatment Applicants submit that the proposed transaction would result in Buyers United having a market share in the interstate, interexchange market of substantially less than 10 percent, and Buyers United would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Further, neither Applicant is dominant with respect to any service and no radio licenses will be assigned to Buyers United as part of this transaction. Accordingly, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules⁶

⁶ 47 C.F.R. § 63.03(b)(2)(i)

- (i) Related FCC Applications There are no other FCC applications associated with this transaction
- (j) Special Consideration. None
- (k) Waiver Requests. Applicants have not filed any waiver requests in conjunction with the proposed transaction
- (l) Public Interest Considerations The proposed transaction will serve the public interest because Transcom customers will continue to receive the same telecommunications services they currently receive from Transcom but gain access to enhanced services offered by Buyers United's UCN division that will compliment and enhance their current businesses and communications needs. The proposed transaction will not result in any interruption of service or inconvenience to affected Transcom customers because there is no physical network migration involved. Also, given that Buyers United will provide telecommunications services on the same rates, terms and conditions of service that these customers currently receive from Transcom, the transaction will be transparent to customers in terms of the telecommunications services they receive. Moreover, as explained above, Applicants have provided written notice of the proposed transaction to assure that affected Transcom customers will understand how the proposed change in service provider will affect them.

III. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application

Respectfully submitted,

By. _____/s/_____

Britt Birdwell
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Counsel to **Buyers United, Inc.**

Dated February 20, 2004

**Certification of
Buyers United, Inc.**

**Certification of
Transcom Communications, Inc.**